

STATE OF MICHIGAN
CORPORATION AND SECURITIES COMMISSION
LANSING, MICHIGAN

DO NOT WRITE IN SPACE BELOW -- FOR COMMISSION USE		
Date Received:	DC DE	<p>FILED</p> <p>FEB 16 1967</p> <p><i>Allison Sh...</i> STATE TREASURER</p> <p>MICHIGAN DEPARTMENT OF TREASURY</p>
FEB 16 1967	(Compared By)	
	FEB 16 1967	
	(Date)	
<p>MICHIGAN DEPARTMENT OF TREASURY</p> <p>The powers, duties and functions relating here to have been transferred to the Department of Treasury, pursuant to Act 300, P.A. 1966, as amended.</p>		

(Non-Profit)
ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of Act No. 327 of the Public Acts of 1931, as amended, as follows:

ARTICLE I.

The name of the corporation is: Players DeNoc, Inc.

(Please type or print corporate name)

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows: To carry on at the City of Escanaba, or at any other place or places within the Upper Peninsula of Michigan, theatricals for public or private amusement; to provide, produce, manage and conduct such plays, dramas, comedies, musicals and other theatrical presentations and entertainment as the Company may, from time to time, deem fit; to purchase or otherwise acquire interest in copyrights, rights of presentation, representation or any other rights necessary to the presentation of such plays, dramas, comedies, musicals and other theatrical presentations.

To purchase, lease, acquire and own all the necessary equipment connected with and/or incidental to the general purposes of this corporation, and without limiting the generality of the foregoing, to buy, sell, lease, rent or otherwise acquire or dispose of any real estate deemed necessary or desirable in the premises.

ARTICLE III.

Location of the first registered office is:

1407 First Avenue South, Escanaba, Michigan 49829, Michigan.

(No.) (Street) (City) (Zone) (County)

Postoffice address of the first registered office is:

1407 First Avenue South, Escanaba, Michigan 49829, Michigan.

(No. and Street or P. O. Box) (City) (Zone)

ARTICLE IV.

The name of the first resident agent is: James Cleeregan

ARTICLE V.

Said corporation is organized upon a non-stock basis.
(Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

The total number of shares of stock which the corporation shall have authority to issue is _____ of the par value of \$ _____ per share.
(No. shares)

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: _____

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

*Real property: none

*Personal property: none

*(Give description and value—if none, insert "none")
Said corporation is to be financed under the following general plan: To put on plays, dramatical presentations, and the like, for which admission will be charged.

ARTICLE VI.

The names and places of residence, or business, of each of the incorporators (and if a corporation organized upon a stock-share basis the number of shares of stock subscribed for by each) are as follows:

(At least three required)

(Please type or print following information if possible)

NAMES	RESIDENCE OR BUSINESS ADDRESS		NUMBER OF SHARES
	(No.)	(Street)	
Luther M. Barrett,	101 So. 2nd,	Escanaba,	Michigan
Richard Rinehart,	319 South 3rd,	Escanaba,	Michigan
John Romstad,	Route 1,	Escanaba,	Michigan
William R. Williams,	Route 1 (Ford River),	Escanaba,	Michigan
Arol E. Beck,	908 Sputh 7th,	Escanaba,	Michigan

ARTICLE VII.

The names and addresses of the first board of directors (or trustees) are as follows:
(At least three required)

NAME	ADDRESS
(No.)	(Street) (City) (State)
Luther M. Barrett,	101 South 2nd, Escanaba, Michigan
Richard Rinehart,	319 South 3rd, Escanaba, Michigan
John Romstad,	Route 1, Escanaba, Michigan
William R. Williams,	Route 1 (Ford River) Escanaba, Michigan
Arol E. Beck,	908 South 7th, Escanaba, Michigan

ARTICLE VIII.

The term of the corporate existence is 30 years.

ARTICLE IX.

(Here insert any desired additional provisions authorized by the Act)

We, the incorporators, sign our names this 10th day of February, 1967.

(All parties appearing under Article VI are required to sign and acknowledge)

Luther M. Barrett
Luther M. Barrett
Richard Rinehart
Richard Rinehart
John Romstad
John Romstad
William R. Williams
William R. Williams
Arol E. Beck
Arol E. Beck

STATE OF MICHIGAN }
COUNTY OF Delta } ss.

On this 10th day of February, 1967.

before me personally appeared Luther M. Barrett, Richard Rinehart, John Romstad, William R. Williams and Arol E. Beck

to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

Eileen Vuksan
(Signature of Notary)

MAKING THESE SIGNED AND ACKNOWLEDGED COPIES TO:

Eileen Vuksan
(Print or type name of Notary)

Michigan Corporation & Securities Commission
P. O. Box 398 Lansing 4, Michigan

Notary Public for Delta County, State of Michigan.

My commission expires September 11, 1970
(Notarial seal required if acknowledgment taken out of State)

FRANCHISE FEE \$10.00
FILING FEE \$10.00

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU																				
Date Received		(FOR BUREAU USE ONLY)																		
JUN 07 1994		FILED																		
		JUN 9 1994																		
ADMINISTRATOR MICHIGAN DEPARTMENT OF COMMERCE CORPORATION & SECURITIES BUREAU																				
EFFECTIVE DATE:																				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">Players de Noc, Inc.</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">P.O. Box 45</td> </tr> <tr> <td>City</td> <td>State</td> <td>ZIP Code</td> </tr> <tr> <td>Escanaba</td> <td>MI</td> <td>49829</td> </tr> </table>			Name			Players de Noc, Inc.			Address			P.O. Box 45			City	State	ZIP Code	Escanaba	MI	49829
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Escanaba	MI	49829																		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: <u>Players de Noc, Inc.</u>								
2. The corporation identification number (CID) assigned by the Bureau is:	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">7</td> <td style="width: 20px; text-align: center;">5</td> <td style="width: 20px; text-align: center;">6</td> <td style="width: 20px; text-align: center;">—</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">4</td> <td style="width: 20px; text-align: center;">2</td> </tr> </table>	7	5	6	—	0	4	2
7	5	6	—	0	4	2		
3. The location of its registered office is:								
<u>6676 M Road</u>	<u>Escanaba</u> , Michigan <u>49829</u>							
<small>(Street Address)</small>	<small>(City) (ZIP Code)</small>							

4. Article <u>VIII</u> of the Articles of Incorporation is hereby amended to read as follows:
<p>The term of the corporation shall be in perpetuity.</p>

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5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 1st day of June, 1994. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2) of the Act if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or member who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 2nd day of June, 1994

By Katherine A. LeDuc
(Only signature of: President, Vice President, Chairperson and Vice Chairperson)

Katherine A. LeDuc President
(Type or Print Name) (Type or Print Title)

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU		
Date Received DEC 0 1 1994		(FOR BUREAU USE ONLY) FILED DEC 0 1 1994 Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
Name Players de Noc, Inc.		
Address P.O. Box 45		
City Escanaba	State MI	ZIP Code 49829
EFFECTIVE DATE:		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations
(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Players de Noc, Inc.													
2. The corporation identification number (CID) assigned by the Bureau is:						<table border="1" style="display: inline-table;"> <tr> <td style="width: 20px; text-align: center;">7</td> <td style="width: 20px; text-align: center;">5</td> <td style="width: 20px; text-align: center;">6</td> <td style="width: 20px; text-align: center;">—</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">4</td> <td style="width: 20px; text-align: center;">2</td> </tr> </table>	7	5	6	—	0	4	2
7	5	6	—	0	4	2							
3. The location of its registered office is:													
<u>6676 M. Road</u> <small>(Street Address)</small>		<u>Escanaba</u> <small>(City)</small>		<u>Michigan</u>		<u>49829</u> <small>(ZIP Code)</small>							

4.	Article <u>IX</u>	of the Articles of Incorporation is hereby amended to read as follows: See Attachment "A"
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5/ 12.50 dlc 3125/mc

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 29th day of November, 19 94. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2) of the Act if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or member who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 29th day of November, 19 94

By Katherine LeDuc
(Only signature of: President, Vice-President, Chairperson and Vice-Chairperson)

KATHERINE LeDuc
(Type or Print Name)

President
(Type or Print Title)

ATTACHMENT 'A'

ARTICLE IX

ARTICLES OF INCORPORATION

PLAYERS DE NOC, INC.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from

Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future Federal Tax Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU	
<p>(FOR BUREAU USE ONLY)</p> <p>FILED</p> <p>MAY 4 1995</p> <p>Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau</p>	Date Received
	MAY 0 1 1995

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
 For use by Domestic Corporations
 (Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	<i>Players de Noc, Inc</i>			
2. The corporation identification number (CID) assigned by the Bureau is:	7	5	6	-042
3. The location of its registered office is:				
<i>6676 M Rd</i>	<i>Escanaba</i>	Michigan	<i>49829</i>	
<small>(Street Address)</small>	<small>(City)</small>		<small>(ZIP Code)</small>	

4. Article X of the Articles of Incorporation is hereby amended to read as follows:

See attachment 'A'

OK

ATTACHMENT "A"

**ARTICLE X
PLAYERS DE NOC, INC
ARTICLES OF INCORPORATION**

The Articles of Incorporation may contain any provision not inconsistent with any of the following:

- a. A provision of the Non-Profit Corporations Act or another statute of the state regarding the management of a corporation or creating, defining, limiting, or regulating the powers of the corporation, its directors, members, or shareholders, or a class of shareholders or members.
- b. A provision that is required or permitted under the Non-Profit Corporations Act to be included in the bylaws.
- c. A provision that eliminates the personal liability of a volunteer director the corporation, its shareholders, or its members for monetary damages for a breach of the director's fiduciary duty. The provision shall not eliminate or limit the liability of a director for any of the following:
 - i. A breach of the director's duty of loyalty to the corporation or its shareholders or members.
 - ii. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
 - iii. A violation of section 551(1)
 - iv. A transaction from which the director derived an improper personal benefit.
 - v. An act or omission occurring before the effective date of the provision.
 - vi. An act or omission that is grossly negligent.
- d. For a tax exempt corporation under section 501(c)(3) of the Internal Revenue Code, a provision that the corporation assumes all liability to any person other than the corporation, its shareholders or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

- e. A provision that a nonprofit corporation assumes the liability for all acts or omissions of a non director volunteer occurring on or after the effective date of the provision if all of the following are met:
- i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority
 - ii. The volunteer was acting in good faith.
 - iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
 - iv. The volunteer's conduct was not an intentional tort.
 - v. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No 218 of the Public Acts of 1956, being sections 500.3135 of the Michigan Compiled Laws.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

a. The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b. The foregoing amendment to the Articles of Incorporation was duly adopted on the 27th day of March, 1995. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407 (1) and (2) of the Act if a nonprofit corporation, and Section 407 (1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407 (3) of the Act if a non-profit corporation, and Section 407 (2) of the Act if a profit corporation.

Signed this 19th day of April, 1995

By Katherine LeDuc
(Only signature of: President, Vice-President, Chairperson and Vice-Chairperson)

Katherine LeDuc President
(Type or Print Name) (Type or Print Title)

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

Players de Noc, Inc

*Katherine LeDuc, President
Players de Noc, Inc
PO Box 45
Escanaba MI 49829*

Preparer's name and business telephone number:

Katherine LeDuc

(906) 786-4422

INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation formed on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by a majority of the incorporators if more than one listed in Article V of the Articles of Incorporation if a profit corporation, and all the incorporators if a non-profit corporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. FEE: (Make remittance payable to the State of Michigan.
Include corporation name and CID Number on check or money order) \$10.00
Franchise fee for profit corporations (payable only if authorized shares have increased):
each additional 20,000 authorized shares or portion thereof \$30.00
9. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
6546 Mercantile Way
Lansing, MI 48909
Telephone: (517) 334-6302

